

UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA

NOE BAROCIO, SALVADOR
BAROCIO, AND CINDY
CONYBEAR,
INDIVIDUALLY AND ON
BEHALF OF ALL OTHERS
SIMILARLY SITUATED,

Plaintiff,

vs.

YINGLI GREEN ENERGY
HOLDING COMPANY
LIMITED, LIANSHENG
MIAO, YIYU WANG, AND
ZONGWEI "BRYAN" LI,

Defendants.

Case No. 2:15-cv-04003-ODW(MRWx)
[c/w: 2:15-cv-04600-ODW (MRWx)]

ORDER AND FINAL JUDGMENT

Date: December 10, 2018

Time: 1:30 p.m.

Courtroom: 5D, 5th Floor

Judge: Hon. Otis D. Wright, II

1 On December 10, 2018, a hearing was held before the Court to determine: (1)
2 whether the terms and conditions of the Stipulation and Agreement of Settlement
3 dated June 11, 2018 (the “Stipulation”) are fair, reasonable, and adequate for the
4 settlement of all claims asserted by the Settlement Class against Yingli Green Energy
5 Holding Company Limited (“Defendant” or “Yingli”); and (2) whether to approve
6 the proposed Plan of Allocation as a fair and reasonable method to allocate the Net
7 Settlement Fund among the Settlement Class Members; and

8 The Court having considered all matters submitted to it at the hearing and
9 otherwise; and

10 It appearing that the Notices substantially in the form approved by the Court
11 in the Court’s Order Preliminarily Approving Settlement and Providing For Notice
12 (“Preliminary Approval Order”) was mailed to all reasonably identifiable Class
13 Members; and

14 It appearing that the Summary Notice substantially in the form approved by
15 the Court in the Preliminary Approval Order was published in accordance with that
16 Order and the specifications of the Court;

17 NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUGED AND
18 DECREED THAT:

19 1. Unless indicated otherwise, capitalized terms used herein have the same
20 meanings defined in the Stipulation.

21 2. The Court has jurisdiction over the subject matter of the Litigation,
22 Plaintiffs, all Class Members, and the Defendant.

23 3. The Court finds that the prerequisites for a class action under Rule 23(a)
24 and (b)(3) of the Federal Rules of Civil Procedure have been satisfied in that: (a) the
25 number of Settlement Class Members is so numerous that joinder of all members
26 thereof is impracticable; (b) there are questions of law and fact common to the
27 Settlement Class; (c) the claims of the Plaintiffs are typical of the claims of the
28 Settlement Class they seek to represent; (d) Plaintiffs fairly and adequately represent

1 the interests of the Settlement Class; (e) the questions of law and fact common to the
2 members of the Settlement Class predominate over any questions affecting only
3 individual members of the Settlement Class; and (f) a class action is superior to other
4 available methods for the fair and efficient adjudication of this Litigation. The
5 Settlement Class is being certified for settlement purposes only.

6 4. Pursuant to Rule 23(a) and (b)(3) of the Federal Rules of Civil
7 Procedure, the Court hereby certifies as a settlement class all persons who purchased
8 or otherwise acquired Yingli American Depository Shares during the period from
9 December 2, 2010, through and including May 15, 2015, and were damaged thereby.
10 Excluded from the Settlement Class are: (i) Yingli; (ii) current and former officers
11 and directors of Yingli and of any other Released Party; (iii) parents, spouses, or
12 children living in the household of any person excluded under (i) or (ii) above; (iv)
13 any legal entity more than 50% owned by any person excluded under (i) and (ii)
14 above; (v) the heirs, successors and assigns of any person excluded under (i) and (ii)
15 above; and (vi) any valid opt-outs.

16 5. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, Plaintiffs
17 are certified as the class representatives on behalf of the Settlement Class and the
18 Lead Counsel previously selected by Plaintiffs and appointed by the Court, is hereby
19 appointed as Lead Counsel for the Settlement Class (or “Class Counsel”).

20 6. The Court hereby finds that the forms and methods of notifying the
21 Class of the Settlement and its terms and conditions met the requirements of due
22 process and Rule 23 of the Federal Rules of Civil Procedure and Section 21D(a)(7)
23 of the Exchange Act, 15 U.S.C. § 78u-4(a)(7), as amended by the Private Securities
24 Litigation Reform Act of 1995; constituted the best notice practicable under the
25 circumstances; and constituted due and sufficient notice to all persons and entities
26 entitled thereto of these proceedings and the matters set forth herein, including the
27 Settlement and Plan of Allocation, to all persons entitled to such notice. No Class
28 Member is relieved from the terms of the Settlement, including the releases provided

1 for therein, based upon the contention or proof that such Class Member failed to
2 receive actual or adequate notice. A full opportunity has been offered to the Class
3 Members to object to the proposed Settlement and to participate in the hearing
4 thereon. The Court further finds that the notice provisions of the Class Action
5 Fairness Act, 28 U.S.C. § 1715, were fully discharged and that the statutory waiting
6 period has elapsed. Thus, it is hereby determined that all members of the Class are
7 bound by this Order and Final Judgment except those persons listed on Exhibit A to
8 this Order and Final Judgment.

9 7. The Settlement is approved as fair, reasonable and adequate, and in the
10 best interests of the Class. Plaintiffs and Defendant are directed to consummate the
11 Settlement in accordance with the terms and provisions of the Stipulation.

12 8. Plaintiffs' Complaint against Defendant is hereby dismissed with
13 prejudice and without costs.

14 9. Plaintiffs and the Settlement Class Members hereby release and forever
15 discharge the Released Parties from any and all Settled Claims. Plaintiffs and the
16 Settlement Class members are hereby permanently and forever enjoined from
17 prosecuting, attempting to prosecute, or assisting others in the prosecution of the
18 Settled Claims against the Released Parties, as set forth in the Stipulation.

19 10. Defendant, including any and all of its successors in interest or assigns,
20 hereby releases and forever discharges any and all Settled Claims, to the extent they
21 relate to the subject matter of this Litigation or its prosecution thereof, against the
22 Plaintiffs, any of the Settlement Class Members, and any of their counsel, including
23 Class Counsel.

24 11. The Court hereby finds that the proposed Plan of Allocation is a fair
25 and reasonable method to allocate the Net Settlement Fund among Class Members

26 12. The Court finds that all parties and their counsel have complied with
27 each requirement of Rule 11 of the Federal Rules of Civil Procedure as to all
28 proceedings herein.

1 13. Neither this Order and Final Judgment, the Stipulation, nor any of the
2 negotiations, documents or proceedings connected with them shall be:

- 3 a. referred to or used against the Released Parties or against the
4 Plaintiffs or the Settlement Class as evidence of wrongdoing by
5 anyone;
- 6 b. construed against the Released Parties or against the Plaintiffs or the
7 Settlement Class as an admission or concession that the
8 consideration to be given hereunder represents the amount which
9 could be or would have been recovered after trial;
- 10 c. construed as, or received in evidence as, an admission, concession
11 or presumption against the Settlement Class or any of them, that any
12 of their claims are without merit or that damages recoverable under
13 the Complaint would not have exceeded the Settlement Fund; or
- 14 d. used or construed as an admission of any fault, liability or
15 wrongdoing by any person or entity, or offered or received in
16 evidence as an admission, concession, presumption or inference
17 against any of the Released Parties in any proceeding other than such
18 proceedings as may be necessary to consummate or enforce the
19 Stipulation.

20 14. Exclusive jurisdiction is hereby retained over the Parties for all matters
21 relating to the Litigation, including the administration, interpretation, effectuation or
22 enforcement of the Stipulations, or Settlement and this Order and Final Judgment,
23 and including any application for fees and expenses incurred in connection with
24 administering and distributing the settlement proceeds to the Class Members.

25 15. Without further order of the Court, the Parties may agree to reasonable
26 extensions of time to carry out any of the provisions in the Stipulation.
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1 16. There is no just reason for delay in the entry of this Order and Final
2 Judgment and immediate entry by the Clerk of the Court is directed pursuant to Rule
3 54(b) of the Federal Rules of Civil Procedure.

4 17. The finality of this Order and Final Judgment shall not be affected, in
5 any manner, by rulings that the Court may make on Lead Counsel's application for
6 an award of Attorneys' Fees and Expenses.

7 18. In the event that the Settlement does not become final and effective in
8 accordance with the terms and conditions set forth in the Stipulation, then this Order
9 and Final Judgment shall be rendered null and void and be vacated and the
10 Settlement and all orders entered in connection therewith shall be rendered null and
11 void (except as provided in M.7 in the Stipulation), and the Settling Parties shall be
12 deemed to have reverted to their respective status prior to the execution of this
13 Stipulation, and they shall proceed in all respects as if the Stipulation had not been
14 executed and the related orders had not been entered, preserving in that event all of
15 their respective claims and defenses in the Litigation, and shall revert to their
16 respective positions in the Litigation.

17 19. Plaintiffs' Counsel is hereby awarded the sum of \$300,000 in attorneys'
18 fees and \$54,685.07 in reimbursement of costs and expenses, together with a
19 proportionate share of any interest earned on the Settlement Fund, which amounts
20 the Court finds fair and reasonable. This attorneys' fee and expense award shall be
21 paid to Plaintiffs' Counsel pursuant to the terms of the Stipulation.

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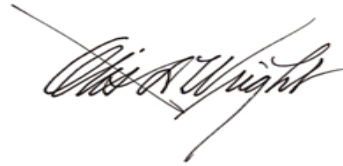
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1 20. Plaintiffs Noe and Salvador Barocio and Cindy Conybear are hereby
2 awarded \$5,000 each for a total of \$15,000 for an incentive fee award and
3 reimbursement for their lost time in connection with their prosecution of this action.
4 The Award to Plaintiffs shall be paid to Plaintiffs pursuant to the terms of the
5 Stipulation.

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7 **IT IS SO ORDERED.**

8 December 20, 2018



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10 **HON. OTIS D. WRIGHT, II**
11 **UNITED STATES DISTRICT JUDGE**
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